

APR 3 '98

1-25PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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SUITE 200  
WASHINGTON, D.C.

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20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

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April 3, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Master Equipment Lease Agreement, dated as of March 25, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Capital Corporation  
50 Kennedy Plaza  
5<sup>th</sup> Floor  
Providence, Rhode Island 02903

Lessee: The Western Sugar Company  
1700 Broadway  
Suite 1600  
Denver, Colorado 80202

A description of the railroad equipment covered by the enclosed document is:

One (1) Rail Car Mover, Model 4150TM, SN 4150-97088-0298

*C. Quinteropants - Betty J. Gar*

Mr. Vernon A. Williams  
April 3, 1998  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures



50 Kennedy Plaza; 5th Floor  
Providence, Rhode Island 02903-2305

RECORDATION NO. 21312 FILED

APR 3 '98

1-25 PM

**FILED AND RECORDED WITH THE DEPARTMENT OF TRANSPORTATION**

on: \_\_\_\_\_  
at: \_\_\_\_\_  
and given Recordation No.: \_\_\_\_\_

**MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT** dated as of September 01, 1994 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and The Western Sugar Company, a Delaware corporation ("Lessee"), as such agreement related to Lease Schedule No. 31844-21 thereof (together, the "Lease").

**WITNESSETH:**

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, Rail Car Mover, Model 4150TM, SN 4150-97088-0298

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: March 25, 1998

Lessor:

**Fleet Capital Corporation**

By: \_\_\_\_\_

Name: **WILLIAM H. CLEMENT**

**Vice President**

Title: \_\_\_\_\_

Lessee:

**THE WESTERN SUGAR COMPANY**

By: \_\_\_\_\_

Name: William M. Flatley

Title: Controller

STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On march 30, 1998 before me, Sandra Buonaiuto  
(Notary Name and Title)

personally appeared William H. Clement personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Sandra Buonaiuto

(Notary Seal)

STATE OF: Colorado

SS.

COUNTY OF: DenverOn March 31, 1998 before me, Anna CUPERY, Admin. Assistant  
(Notary Name and Title)

personally appeared William M. Flatley personally known to me (or  
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are  
subscribed to within the instrument and acknowledged to me that he/she/they executed the same  
in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Anna Cupery

(Notary Seal)

My Commission Expires 03/15/2000